

EXHIBIT A

Gerald Thompson
November 06, 2024

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1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE SOUTHERN DISTRICT OF TEXAS
3 HOUSTON DIVISION
4 LANDSCAPE CONSULTANTS OF TEXAS, INC., and)
5 METROPOLITAN LANDSCAPE MANAGEMENT, INC.,)
6 Plaintiffs,)
7 v.) Civil Action No. 4:23-cv-03516
8 CITY OF HOUSTON, TEXAS,)
9 and MIDTOWN MANAGEMENT DISTRICT,)
10 Defendants.)

11 ORAL VIDEOTAPED DEPOSITION OF
12 GERALD THOMPSON
13 November 6, 2024

14
15 ORAL VIDEOTAPED DEPOSITION OF GERALD THOMPSON,
16 produced as a witness at the instance of the Defendants
17 and duly sworn, was taken in the above-styled and
18 numbered cause on the 6th day of November, 2024, from
19 10:00 a.m. to 1:33 p.m., before Dawn McAfee, Certified
20 Shorthand Reporter in and for the State of Texas,
21 reported by computerized stenotype machine at the
22 offices of Husch Blackwell LLP, 600 Travis Street, Suite
23 2350, Houston, Texas 77002, pursuant to the Federal
24 Rules of Civil Procedure and the provisions stated on
25 the record or attached hereto.

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APPEARANCES

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Mr. Bill Marsh - Videographer

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1 THE VIDEOGRAPHER: This is beginning of
2 File Number 1 in the deposition of Gerald Thompson. The
3 time is 10:27, and we're on the record. Would the court
4 reporter please swear the witness?

5 GERALD THOMPSON,
6 having been first duly sworn, testified as follows:

7 EXAMINATION

8 BY MR. STEPHENS:

9 Q. Sir, can you state and spell your name for our
10 record, please.

11 A. Gerald Raymond Thompson. G-E-R-A-L-D, Raymond,
12 R-A-Y-M-O-N-D, Thompson, T-H-O-M-P-S-O-N.

13 Q. All right. And I'll call you Mr. Thompson. My
14 name is Ben Stephens. I'm a lawyer representing the
15 City of Houston. Can you -- can you tell me, in your
16 own words, what this lawsuit is about?

17 A. Well, quite frankly, the lawsuit is about
18 discrimination against my companies from being able to
19 fully and capably use our employees to perform contracts
20 in the -- for the City of Houston. And because we are
21 white owners with 95 percent Hispanic employees, it just
22 seems very strange that we would have to do that. So,
23 my main -- my main concern is to protect my employees,
24 not someone else's employees, for payroll and things
25 like that.

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1 Q. Tell me -- tell me when and how Landscape was
2 started. I think you said you purchased it from
3 someone. Can you tell me more about that?

4 A. Yes. When I was ready to leave my last
5 employer, I decided that I would go out on my own and
6 stake my own case. And I had a lot of experience
7 managing people, and so I started looking to buy a
8 business. And that, Landscape Consultants of Texas, was
9 the business that I thought fit well with what I could
10 afford and what I wanted to do going forward.

11 Q. Okay. What attracted you in particular and, if
12 anything, to the landscaping business? Or is it
13 primarily a coincidence of those -- you know, I can
14 afford it and I'm interested in doing it?

15 A. Well, it's just like when you go out and buy a
16 house, right? So there's so many houses on the market
17 at the time, and you need to buy one of them. So, that
18 one seemed to fit, out of all the ones that were
19 available, at the time.

20 Q. What year did you purchase Landscape?

21 A. 2006.

22 Q. Okay. Did you purchase Metropolitan at the
23 same time, or how did that come about?

24 A. They came together.

25 Q. Okay. Oh, from the same seller?

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1 A. Yes.

2 Q. Tell me what Landscape Consultants does.

3 A. Well, we're a full-service landscape
4 maintenance, landscape installation, irrigation
5 installation and repair business. Pretty much
6 anything -- any kind of softscape kind of landscaping.

7 Q. What does softscape landscaping mean?

8 A. We're just the general -- the other side of
9 that would be the hardscape. We don't do the fountains.
10 We don't make fountains. We don't do pavers, you know.
11 We can subcontract for that, but we typically don't bid
12 on those kinds of projects.

13 Q. So, generally, fair to say, you're sort of
14 working with dirt and plants, and things that go with
15 dirt and plants. And the paving and fountains and
16 decorations, essentially, that's a -- sort of a
17 different thing?

18 A. Right.

19 Q. Okay.

20 A. Yes.

21 Q. Is Metropolitan's business similar?

22 A. Yes.

23 Q. What, if anything, are the differences between
24 those two businesses?

25 A. Very little.

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1 Q. Okay.

2 A. They each have separate EINs. And the reason
3 why they did that, was that when the original seller
4 purchased Metropolitan Landscape Management, he bought
5 it to expand his business through an acquisition. And
6 it just made sense to keep the brand loyalty, at the
7 time, between the two companies.

8 Q. Did you inherit any contracts that Landscape
9 and Metropolitan had when you purchased the two
10 companies?

11 A. Yes.

12 Q. And tell me, generally, about those contracts.

13 A. That was a long time ago.

14 Q. Yeah. To the extent you can remember.

15 A. There were multiple contracts. It was a -- it
16 was a thriving landscaping business. So, it had
17 multiple contracts throughout the Houston and county
18 area, metropolitan area, probably within a 50-mile
19 radius. City of Sugar Land, City of Rosenberg. I think
20 they were doing the Midtown Management District at the
21 time. Just multiple different clients. I can't
22 remember them all. That was quite a while ago.

23 Q. Generally, I understand that the vast majority
24 of your current business is government contracts. Is it
25 fair to say that that was the case when you purchased

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1 A. They're all -- it's our workforce, yes.

2 Q. Okay. Are -- are your employees shared between
3 Landscape and Metropolitan?

4 A. Yeah, basically. Yeah, I mean, it's all pretty
5 much one. Like I said, the only difference was a
6 branding position back in 2006 when we purchased the
7 company.

8 Q. Okay. What led you to maintain the separation
9 between the two companies? If the difference was
10 primarily with branding, why didn't you combine them?

11 A. I thought about doing that many times. It's --
12 it's a -- kind of an administrative nightmare. In a lot
13 of sense, closing one, and consolidation like that,
14 would be tricky.

15 At one time, Metropolitan Landscape was
16 HUB certified through Texas, and we'd grown the business
17 too large to -- to requalify for that, so that was part
18 of the reason. But since then, it's just kind of been
19 the way it's been.

20 Q. Okay. Can you describe for me the structure of
21 Landscape's business? I mean, how does it -- do you
22 have landscaping crews? Supervisors who are under sort
23 of a general manager? What's that structure look like?

24 A. Sure. As far as the operational side of it, we
25 have a general manager. And then we have an operations

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1 is the one we use to bid on Houston contracts as opposed
2 to Sugar Land contracts"?

3 A. Correct.

4 Q. Okay. And nothing unique about Metropolitan's
5 business that leads you to say, "Well, with
6 Metropolitan, we're only bidding on Management District
7 work or on West U work"?

8 A. No, not really.

9 Q. Okay. Functionally, they do the same thing.
10 They could bid on the same contracts. You just make a
11 -- kind of a game time election as to which -- which
12 company you're going to use to bid on which contract?

13 A. No, not necessarily. You know, I mean, if we
14 had a reputation -- if we had a contract under
15 Metropolitan -- you're starting to spur my memory now.

16 But if we had a contract under
17 Metropolitan that was very successful and we lost it
18 because of low bid, if it comes out for bid again, they
19 know us. They know our quality of service. That we
20 would probably bid that again under Metropolitan.

21 Q. So they know the Metropolitan name. You've had
22 a contract with -- I'm just using this as a
23 hypothetical. But you've had a Metropolitan contract
24 with Sugar Land before. If you wanted another Sugar
25 Land contract, you would bid with Metropolitan again.

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1 A. Right. But in this case, it's Landscape.

2 Q. Got it. Got it. Your current contract with
3 the City of Houston, what is it for?

4 A. We provide services for multiple locations
5 around the city. Different buildings, police -- police
6 buildings, just general services contract for all the
7 different locations that they have.

8 Q. Okay. So it's a goods and services contract?

9 A. I don't know. Is that what they call it? I
10 don't know what they actually call it. It's a general
11 services contract --

12 Q. You see yourself --

13 A. -- for those facilities.

14 Q. Sure. You see yourself as providing services
15 to the City of Houston?

16 A. Yes.

17 Q. Okay. Would you characterize it as a
18 construction contract?

19 A. Landscaping contract.

20 Q. Okay.

21 A. I mean that's -- that's the name of the
22 contract, I think, is landscaping services. I don't
23 know the exact name of it. I would have to go look.
24 But -- so that's -- that's typically what we bid on, are
25 landscaping-type contracts.

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1 A. No.

2 Q. How -- how do you go about determining which
3 subcontractor you would use? I mean, let's use a
4 concrete example. Let's use your current contract with
5 the City of Houston.

6 A. Uh-huh.

7 Q. I think you put a company called X Scapes (sic)
8 Environmental on your bid.

9 A. Right. Correct.

10 Q. How did you find X Scapes?

11 A. Through the -- through the list.

12 Q. Okay. So, walk me through the process of, you
13 looked at the list and then you were awarded a contract.
14 What happens in between finding them on the list and
15 awarding the contract with X Scapes?

16 A. That would be a better question for -- for the
17 general manager. But my understanding of it is that we
18 have -- we get it -- we get the bid -- we see the bid.
19 It asks for a certain goal. It says you have to have a
20 certified city contractor, subcontractor, minority
21 contractor.

22 We go out and we get the list that they
23 have available at that time, that's certified by the
24 City. And we -- again, we only have, like, five to
25 seven days to accomplish this, and reach out to the

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1 first one that responds, because they're all the same to
2 me. I don't know any of them, all right.

3 And so this person, X Scape, decided to
4 sign on the contract, or -- or sign the commitment with
5 us. So we submit that to the City. And then we get the
6 contract, and we start performing the services.
7 Everything is being accomplished and completed as
8 needed. No -- no service complaints.

9 We send an email to X Scape and say, "Hey,
10 can you do these five locations for us this week? Give
11 me a price." Okay. Nothing. Okay. So then we go
12 about our business. Couple of months later -- oh, we
13 get a -- we get a notice from the City, "Hey, you're not
14 in compliance." So we send another email, "Hey, will
15 you give us a price for those five locations?" Nothing.

16 A couple of weeks go by, "You're out of
17 compliance. You've got to meet this goal." So we --
18 and this is the only one we can use. I mean, we can't
19 say, "Hey, we've got other -- " and we have done that.
20 We have other minority subcontractors that we use.
21 They're just not certified by the City. So we try to
22 submit those. "Can we use them?" "No, you have to use
23 X Scape."

24 So this just goes on and on, and after a
25 while it gets pretty tiring. And you just -- how many

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1 times -- how many times do you have to make a good faith

2 effort? Is it one? Is it ten? I mean, is it a

3 hundred? I mean, we have a business to run. We don't

4 have time to play games. We have to get this done.

5 We're under contract.

6 Q. So at some point, do you just go ahead and do

7 the work?

8 A. We have to. It's our contract.

9 Q. Do you get paid for doing that work?

10 A. Yes.

11 Q. Okay.

12 MS. WILCOX: So we've been going about, I
13 think, a little over an hour. Would you guys like to
14 take a break?

15 MR. STEPHENS: I was about to say, we've
16 been going an hour. We can take a ten-minute break if
17 you want a break.

18 THE WITNESS: Sure, that's fine.

19 THE VIDEOGRAPHER: 11:30, we're off the
20 record.

21 (Break taken.)

22 THE VIDEOGRAPHER: This is the beginning
23 of File Number 2 to the deposition of Gerald Thompson.
24 The time is 11:45. We're on the record.

25 Q. (By Mr. Stephens) Welcome back, sir. Are you

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1 where Metropolitan lost a bid for doing work for
2 Midtown, was because of the points that were added to a
3 minority or woman-owned business, other than 2022 that
4 we're talking about here?

5 A. I'm not sure when this was implemented. It
6 doesn't seem like it was the entire time, but part of
7 the time. I don't know if it was the last couple of
8 times or all along. I don't remember, you know.

9 Q. Okay. So Metropolitan would be ready, willing
10 and able to begin work for Midtown on the Field Services
11 Project now, if asked?

12 A. Yes.

13 Q. Okay. Was Landscape ever asked to do that
14 contract?

15 A. I don't think Midtown knows who Landscape is in
16 that sense.

17 Q. Okay.

18 A. They know us as Metropolitan Landscape.

19 Q. So any work that y'all would do for -- for
20 Midtown, Metropolitan would do? You wouldn't have
21 Landscape do that work, correct?

22 A. Yeah. I think there's some confusion there.
23 Midtown and -- or Metropolitan and Landscape are one in
24 the same.

25 MS. WILCOX: Counsel, we've been going

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TEXAS, INC., and)
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8 and MIDTOWN MANAGEMENT)
DISTRICT,)
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13 ORAL DEPOSITION OF GERALD THOMPSON

14 November 6, 2024
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17 I, Dawn McAfee, Certified Shorthand Reporter
18 in and for the State of Texas, do hereby certify to the
19 following:

20 That the witness, GERALD THOMPSON, was duly
21 sworn by the officer and that the transcript of the oral
22 deposition is a true record of the testimony given by
23 the witness;

24 I further certify that pursuant to FRCP Rule
25 30(e)(1) that the signature of the deponent:

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